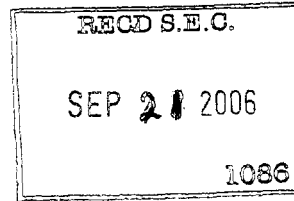


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1107421**NASDAQ**THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
8800 BLACKWELL ROAD
ROCKVILLE, MD 20850Gary N. Sundick
Vice President
Listing / Investigations

1-33038

By Facsimile and First Class Mail

September 21, 2006

Mr. Brian K. Johnson
Office of Filings and Information Services
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549PROCESSED
SEP 26 2006
THOMSON
FINANCIAL

Dear Mr. Johnson:

This is to certify that on September 20, 2006 The Nasdaq Stock Market (the "Exchange") received from ZIOPHARM Oncology, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,